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RECORDATION NO. 21215-A FILED

DJJ Transportation Services, Inc. MAR 9 '98 4-34 PM  
a subsidiary of  
The David J. Joseph Company

February 12, 1998

RECORDATION NO. 21216-A FILED  
MAR 9 '98 4-34 PM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAR 9 4 34 PM '98

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Rights and of the Memorandum of Assignment and Assumption Agreement both dated January 30, 1998 between the following parties:

Seller: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, Ohio 45202

Buyer: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45202

Please see the Schedule I's attached hereto, for the Equipment involved in these transactions.

The leases to which these documents are connected are recorded under Recordation Nos. 21215 and 21216.

Please file these agreements as secondary documents. The fee of \$48.00 is included in the check number 425090 in the amount of \$72.00 that has already been mailed to you.

Sincerely,

THE DAVID J. JOSEPH COMPANY

*Shelley B. Bacon*

Shelley B. Bacon  
Contract Assistant

Enclosures

RECORDATION NO. \_\_\_\_\_ FILED

MAR 9 '98

4-34 PM



DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

MAR 9 4 34 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

March 5, 1998

Ms. Janice Fort  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Ms. Fort:

Attached is the letter dated February 12, 1998 concerning the filing of two agreements. In reference to our phone conversation, you are waiting to file until you receive the filing fee. I have enclosed check # 427667 in the amount of \$48.00.

If you should have any questions, please feel free to call me at (513) 621-8770 ext 137.

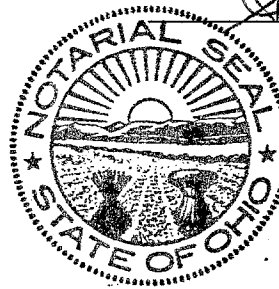
Sincerely,

Shelley Bacon  
Contract Assistant

Enclosure

**CERTIFICATE**

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon  
Notary Public

SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

MAR 9 '98

4:34 PM

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for two hundred (200) railcars ("Assignment Agreement") made and entered into as of January 30, 1998, by and between DJJ Transportation Services, Inc., a Delaware corporation ("Assignor") and The Fifth Third Leasing Company, an Ohio corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee those certain lease agreements dated January 5, 1998, between Assignor as Lessor and Sunbelt Cement, Inc. and FerroQuadrum S.A. de C.V. as Lessees (the "Leases") for two hundred (200) railcars bearing the railroad reporting markings set forth on Exhibit A.
2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Terms, as defined in the Leases.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged  
in the presence of:

Anda M. Baughman  
Walter Blair

**DJJ TRANSPORTATION SERVICES, INC.**

By: James H. Goetz  
Name: James H. Goetz  
Title: Vice President

Signed and acknowledged  
in the presence of:

Helmut Smuck  
Anda M. Baughman

**THE FIFTH THIRD LEASING COMPANY**

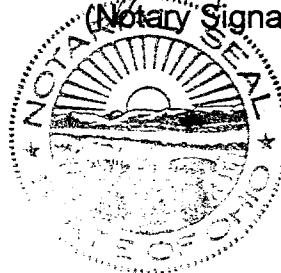
By: David A. Jackson  
Name: David A. Jackson  
Title: Senior Vice President

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON )

On this 30<sup>th</sup> day of January, 1998, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30<sup>th</sup> day of January, 1998.

Shelley B. Bacon  
(Notary Signature)



My commission expires:

July 22, 2002

SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 30<sup>th</sup> day of January, 1998, before me the subscriber,  
Sherry A. Franks, a Notary Public, duly commissioned,  
qualified and acting, within and for said County and State, appeared in person  
the within named David A. Jackson, to me personally known, who stated and  
acknowledged that he is the Senior Vice President of The Fifth Third Leasing  
Company, an Ohio corporation, and duly authorized by authority of the Board of  
Directors or By-laws of said corporation in his capacity as such officer to execute  
and acknowledge the foregoing instrument for and in the name and on behalf of  
said corporation and further stated and acknowledged that he has so signed,  
executed and delivered the foregoing instrument as the free and voluntary act  
and deed of said corporation, for the consideration, uses and purposes therein  
mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
this 30<sup>th</sup> day of January, 1998.

Sherry A. Franks  
(Notary Signature)



SHERRY A. FRANKS  
Notary Public, State of Ohio  
My Commission Expires Jan. 13, 1999

My commission expires:

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## **EXHIBIT A**

### **DESCRIPTION OF EQUIPMENT**

**CARS:** Two hundred (200) railcars bearing reporting marks as follows:

**DJLX 97800-97999, INCLUSIVE**

**LEASES:** Lease dated January 5, 1998, between Sunbelt Cement, Inc. and DJJ Transportation Services, Inc., and lease dated January 5, 1998, between FerroQuadrum S.A. de C.V. and DJJ Transportation Services, Inc.